



CONSTITUTION

PREAMBLE

Journalism is widely recognised as a key component of any functioning democracy as it contributes, amongst other, towards accountability, transparency and good government.

Journalism schools in Africa have an important role to play in improving the quality of journalism and strengthening the information rights of citizens. Journalism teaching takes many forms, is offered by a range of institutions, and can play various roles, including:

- Teaching a new generation of journalists;
- Upskilling working journalists;
- Teaching community journalists and others outside of mainstream employment;
- Contributing to knowledge generation through research and study;
- Contributing directly to policy and other public discussion and practice;
- Supporting innovation in the media space.

In order to improve journalism in a rapidly changing and challenging media environment, we establish the African Journalism Education Network, according to this constitution.

ARTICLE 1 - NAME

The name of the association shall be:

AFRICAN JOURNALISM EDUCATION NETWORK

abbreviated **AJEN**

referred to as “AJEN” or “the Association”).

ARTICLE 2 – PUBLIC BENEFIT OBJECTIVES OF THE ASSOCIATION

The Association has the following objectives:

2.1 To promote and strengthen democracy by cultivating independent media through the development, teaching and study of journalism and related fields in Africa through:

2.1.1 The dissemination of information on opportunities, best practices and the implications of changing media landscapes;

2.1.2 Fostering discussion on issues in the field of journalism education;

2.1.3 Undertaking projects to further the objectives;

2.1.4 Building research, publication and other collaborations;

2.1.5 Any other means as decided from time to time.

2.2 To boost the standing of African journalism, its teaching and research in the global community of communication teaching and scholarship.

ARTICLE 3 – LEGAL STATUS AND POWERS

3.1 AJEN is a public benefit organisation and a body corporate with its own legal identity which is separate from its Executive Board and Members. AJEN will continue to exist even if the Executive Board and Members change.

3.2 The Executive Board and Members have no rights in the property or other assets of AJEN solely by virtue of their being deemed the Executive Board and Members.

3.3 The income and property of AJEN shall be used solely for the promotion of its Public Benefit Objectives and shall not be paid or distributed directly or indirectly to any person, or to the Executive Board or other Member of AJEN, except as reasonable compensation for services actually rendered to AJEN or reimbursement of actual costs or expenses reasonably incurred on behalf of AJEN.

3.4 AJEN shall have the same powers as that of a company under the South African Companies Act of 2008, as amended. Such powers include:

3.4.1 To institute or defend any legal or other proceedings and to settle any claims;

3.4.2 To prudently invest funds of AJEN;

3.4.3 To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of AJEN;

3.4.4 To donate and transfer the property and assets of AJEN to organisations with similar objectives,

3.4.5 To borrow and to use the property or assets of AJEN as security for borrowing,

3.4.6 To execute any act or deed in any deeds registry, mining titles or other public office,

3.4.7 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company, and

3.4.8 To carry out all the powers and authority of AJEN in South Africa and in any other part of the world.

ARTICLE 4 –MEMBERSHIP

Persons and entities interested in AJEN's objectives may join the Association.

4.1 Categories of membership

The Association shall have three categories of membership:

4.1.1 Institutional membership, which shall be open to any institution committed to AJEN's objectives and purposes. Institutional members may participate in all activities of the Association and may vote on all issues.

4.1.2 Individual membership, which shall be open to an individual person committed to AJEN's purposes and aims. Individual members may participate in all activities of the Association and may vote on all issues.

4.1.3 Honorary Membership, which may be bestowed on individuals who have made meritorious contributions to journalism studies, communication studies, research and/or practice or the mission of the Association over an extended period of time. Honorary Members may participate in all activities of the Association but may not vote on any issue.

4.2 Admittance to membership

4.2.1. The first members of the Association shall sign **Schedule A** of this Constitution. Applications for further membership shall be made in writing, and in a form to be determined from time to time by the Executive Board. The Executive Board may determine the conditions and criteria for membership. Applications for membership that do not comply with such conditions and criteria may be refused by the Executive Board. The Secretary General shall report all applications for membership to the next Executive Board meeting which will accept or reject each of them by a simple majority of members present.

4.2.2 In the event of a refusal, the unsuccessful applicant may appeal to the next AGM where a simple majority of members may decide either to confer membership or uphold the initial refusal. Refusal by the General Assembly shall be final.

4.2.3 Any member of AJEN may nominate a person for honorary membership by way of a motivated proposal, which shall be put to the AGM for approval. Approval is granted when at least a two-third majority of the members present at the meeting vote in favour of the nomination.

4.2.4 Membership is not transferrable.

4.2.5 The Executive Board must keep a register with the names and addresses of all the members.

4.3 Termination of membership

4.3.1 Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation

4.3.2 Membership terminates if a member is removed by a resolution of the Executive Board. Provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Executive Board pertaining to the proposed termination, and the Executive Board's decision to terminate membership was confirmed by resolution of two-thirds of the voting members present at the next General Assembly, otherwise it will lapse.

ARTICLE 5 – FINANCES and TAXATION

5.1 Membership fees

5.1.1 The Executive Board may set membership fees and any related conditions.

5.1.2 Honorary members shall not pay membership fees.

5.2 Control over finances

The Executive Board shall decide on the application of funds with due notice to and the approval of the AGM. The Executive Board will appoint two persons to be signatories on the bank account.

5.3 Financial Year-End

The financial year-end of AJEN shall be end of February.

5.4 Taxation of AJEN

The powers of AJEN are subject to the following conditions in terms of section 30 of the South African Income Tax Act and AJEN will:

5.4.1 Be required to have at least three (3) persons, who are not connected persons in relation to each other, to be the Executive Board of AJEN;

5.4.2 Ensure that no single person directly or indirectly controls the decision-making powers relating to AJEN;

5.4.3 Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

5.4.4 Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner for the South African Revenue Service.

5.4.5 Be prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking its Public Benefit Objectives) and is required to utilise its funds solely for the Public Benefit Objectives for which AJEN has been established.

5.4.6 Submit to the Commissioner for the South African Revenue Service a copy of any amendment to the Constitution of AJEN.

5.4.7 Not pay any remuneration to any employee, Executive Board member, office bearer or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

5.4.8 Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

5.4.9 Comply with such reporting requirements as may be determined by the Commissioner for the South African Service.

5.4.10 Ensure that all public benefit activities carried on by AJEN will be for the benefit of, or widely accessible to, the general public at large, including any sector thereof, other than small and exclusive groups.

5.4.11 Ensure that all its public benefit activities are carried on in a non-profit manner and with an altruistic or philanthropic intent.

5.4.12 Ensure that no such public benefit activity is intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of AJEN, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.

ARTICLE 6 - GOVERNANCE

The activities of the Association shall be governed by:

6.1 The AGM of its members

6.2 An Executive Board as elected by the AGM

6.3 The President of the Association

ARTICLE 7- THE ANNUAL GENERAL MEETING (AGM)

7.1 The power of the Association resides in the membership meeting in General Assembly. The General Assembly shall define the Association's major activities and decide on the work programmes and other proposals put forward by the Executive Board. Its resolutions shall be made by simple majority.

7.2 It shall receive and decide upon the budget, accounts and management report which will be presented regularly by the President with the comments of the Executive Board.

7.3 It shall decide on its internal regulations and on all matters not assigned to other committees.

7.4 It shall elect the President, the Executive Board and all such committees as it may establish, using a first past the post electoral system.

7.5 The AGM shall be held annually, at a time and place as decided on by the previous AGM or the Executive Board. Meetings may be held virtually or in person.

7.6 Twenty percent (20%) of the number of members shall form a quorum.

7.7 If a meeting fails to achieve a quorum, the meeting shall be postponed to a later date, to be determined by the executive board. All members shall be notified of the new date. If regular quorum is again not achieved, those present shall be entitled to proceed.

7.8 Each member of the Association present at the General Assembly shall vote according to the following:

Individual members shall have one vote;

Institutional members shall have one vote.

Honorary members may participate in the deliberations of the General Assembly but may not vote.

7.9 The President of the Association is the Chairman of the AGM.

7.10 The Secretary General is secretary of the AGM.

7.11 All meetings of the General Assembly shall be minuted for approval by the next meeting of the Assembly.

ARTICLE 8 - NOTICE OF THE ANNUAL GENERAL MEETING

Written notice of the AGM must be given to all members with voting rights at least six weeks in advance.

ARTICLE 9 - EXTRAORDINARY GENERAL MEETING

9.1 An extraordinary General Meeting may be called for by:

The Executive Board

The Executive Board, on receipt of a written application to this end that is made by at least ten per cent (10%) of the full number of individual members (excluding honorary members).

9.2 Such an extraordinary meeting will discuss only the matter(s) it has been called for.

9.3 Written notice of an extraordinary meeting must be given to all members at least two weeks in advance of the meeting.

ARTICLE 10 – EXECUTIVE BOARD

10.1 The Executive Board shall comprise the President, Deputy President, Secretary General, Treasurer and up to three other members.

10.2 The Past President of the Association as non-voting member for the first two years following the election of the new President who succeeds him/her.

10.3 It shall control the execution of the Association's business between AGMs and shall make its decisions by simple majority. In the event of a tie, the President shall have a casting vote.

10.4 It may make rules and regulations deemed necessary for the orderly day-to-day functioning of the Association.

10.5 It will open a bank account, appoint signatories and auditors as required.

10.6 It may conduct its business by electronic means such as online meetings or email communication, shall minute its proceedings and report them to the next AGM.

10.7 The members of the Executive Board shall be elected by the General Assembly for one two-year term and shall be eligible for re-election only once.

10.8 In electing the Executive Board, the General Assembly shall strive to ensure that each region of Africa is represented, to the extent possible.

10.9 In the event that any member of the Executive Board dies or resigns, the Board shall have the power to co-opt a substitute pending the next meeting of the General Assembly, which shall elect a new member for the remainder of the vacant mandate.

10.10 Meetings of the Executive Board

10.10.1 The executive Board shall meet quarterly, either physically or virtually.

10.10.2 A special meeting of the Executive Board may be called at the request of at least two members of the Board.

10.10.3 Three members of the Executive Board form a quorum.

10.10.4 Notice of a meeting of the Management must be given to all members at least one week in advance.

10.10.5 Questions arising shall be decided by consensus. In the absence of consensus, through a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

10.10.6 Proper minutes and attendance records must be kept of all meetings of the Executive Board.

ARTICLE 11 – THE PRESIDENT

11.1 The President shall represent the Association, chair all meetings of the General Assembly and Executive Board and ensure the regularity of its activities.

11.2 The President shall be elected by the General Assembly, shall take office immediately for one two-year term and shall be eligible for re-election once only.

11.3 Should the President die, resign or, in the view of a two-thirds majority of the Executive Board, be unable to fulfil the duties of office, the Board shall have the power to appoint an Acting President who shall immediately call an extraordinary meeting of the General Assembly at which a by-election shall be held to resolve the situation for the residue of the President's term.

11.4 During the first two years following the election of the new President, the previous President may sit ex officio as Past President in any Board or Committee meeting as a non-voting member.

ARTICLE 12 - AMENDMENTS TO THE CONSTITUTION

This constitution may be amended by a two-thirds majority of the members with voting rights present at the AGM. Members with voting rights must be informed of such proposed amendments at least sixty days before the General Assembly scheduled to consider them.

ARTICLE 13 - DISSOLUTION

AJEN may dissolve itself if at least two thirds of the members with voting rights present at an AGM, or an extraordinary meeting, pass a resolution to that effect by closed voting. The proposal to dissolve must be sent to the President who will disseminate it to the membership at least sixty days before the General Assembly or extraordinary meeting scheduled to consider it.

The President may only send the dissolution proposition out if it includes every measure necessary for the settlement of the Association's debts and the disposal for its assets. In the event that the Association is dissolved, the last elected Executive Board will be responsible for tying up the affairs of the Association.

Upon dissolution of AJEN, its net assets must be distributed to another nonprofit organisation; and if AJEN is approved as association pursuant to section 30 of the Income Tax, AJEN must as part of its dissolution transfer its assets to an approved public benefit organisation in terms of section 30 of the Income Tax; or an institution, board or body which is exempt from tax under section 10 (1) (cA) (i) of the Income Tax Act; or the government of the Republic of South Africa in the national, provincial or local sphere.

SCHEDULE A SCHEDULE OF FIRST MEMBERS

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